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TAMPA, FL 33607
800-342-8086
001-202-3911A



PRODUCT NAME
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 047659 6221A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizutto

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DIVISION OF CORPORATION

ORDER DATE : August 8, 1996

ORDER TIME : 12:20 PM

ORDER NO. : 047659

CUSTOMER NO: 6221A

00000101157413

CUSTOMER: Gatha K. Milhorn, Legal Asst
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: INTERNATIONAL MANAGED CARE
CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

cf 8/8/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL MANAGED CARE CONSULTANTS, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

INTERNATIONAL MANAGED CARE CONSULTANTS, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

7820 S. Holiday Drive
Suite 315
Sarasota, Florida 34231

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and the street address of the registered office of this Corporation is

Nicci Kobritz	7820 S. Holiday Drive Suite 315 Sarasota, Florida 34231
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ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Nicci Kobritz	7820 S. Holiday Drive Suite 315 Sarasota, Florida 34231
Elaine Consales	7820 S. Holiday Drive Suite 315 Sarasota, Florida 34231
Rachel Kelly	7820 S. Holiday Drive Suite 315 Sarasota, Florida 34231

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in

certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Nicci Kobitz

7820 S. Holiday Drive
Suite 315
Sarasota, Florida 34231

The undersigned has executed these Articles this 16th day of August, 1996.

Nicci Kobitz
Nicci Kobritz

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for INTERNATIONAL MANAGED CARE CONSULTANTS, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

8/6/96
Date

(JWW:gkm\6276-6\184167)

Nicci Kobitz
Nicci Kobritz
Registered Agent

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